

RECORDATION NO. 30040 FILED

DEC 28 '11 -1 2 0 PM

SURFACE TRANSPORTATION BOARD

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December 28, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 28, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Trinity Rail Leasing Warehouse Trust
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: Canadian National Railroad Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9]

Ms. Cynthia T. Brown
December 28, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is:

137 railcars: CNA 409137 - CNA 409276 (except CNA 409174, CNA
409198 and CNA 409232.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria".

Edward M. Luria

EML/bhs
Enclosures

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MEMORANDUM OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on December ~~28~~ 28, 2011 by Trinity Rail Leasing Warehouse Trust (successor in interest to Trinity Rail Leasing Trust II), a Delaware statutory trust (as assignee of TILC (as defined below), the "Lessor").

W I T N E S S E T H:


Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Canadian National Railway Company, a Canadian corporation (the "Lessee") are parties to that certain Railroad Car Net Lease Agreement (the "Lease Agreement"), dated as of April 1, 2004, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Three (3) to Railroad Car Net Lease Agreement, effective April 1, 2011 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof

TRINITY RAIL LEASING
WAREHOUSE TRUST

By: 
Name: Jared Richardson
Title: Secretary

Executed on this 27th day of December, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of December 2011, before a Notary Public in and for said County and State, personally appeared Jared Richardson, who being by me duly sworn, says that he is the Secretary of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on December 27, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name: Mary E. Koftan
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	50'6" inside length Plate F box cars equipped with 10' plug doors
Quantity:	One Hundred Thirty-Seven (137)
Road Numbers:	See attached Exhibit B

EXHIBIT B

<u>ROAD NUMBERS</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
CNA 409137	CANADIAN NATIONAL RAILWAY CO	3
CNA 409138	CANADIAN NATIONAL RAILWAY CO	3
CNA 409139	CANADIAN NATIONAL RAILWAY CO	3
CNA 409140	CANADIAN NATIONAL RAILWAY CO	3
CNA 409141	CANADIAN NATIONAL RAILWAY CO	3
CNA 409142	CANADIAN NATIONAL RAILWAY CO	3
CNA 409143	CANADIAN NATIONAL RAILWAY CO	3
CNA 409144	CANADIAN NATIONAL RAILWAY CO	3
CNA 409145	CANADIAN NATIONAL RAILWAY CO	3
CNA 409146	CANADIAN NATIONAL RAILWAY CO	3
CNA 409147	CANADIAN NATIONAL RAILWAY CO	3
CNA 409148	CANADIAN NATIONAL RAILWAY CO	3
CNA 409149	CANADIAN NATIONAL RAILWAY CO	3
CNA 409150	CANADIAN NATIONAL RAILWAY CO	3
CNA 409151	CANADIAN NATIONAL RAILWAY CO	3
CNA 409152	CANADIAN NATIONAL RAILWAY CO	3
CNA 409153	CANADIAN NATIONAL RAILWAY CO	3
CNA 409154	CANADIAN NATIONAL RAILWAY CO	3
CNA 409155	CANADIAN NATIONAL RAILWAY CO	3
CNA 409156	CANADIAN NATIONAL RAILWAY CO	3
CNA 409157	CANADIAN NATIONAL RAILWAY CO	3
CNA 409158	CANADIAN NATIONAL RAILWAY CO	3
CNA 409159	CANADIAN NATIONAL RAILWAY CO	3
CNA 409160	CANADIAN NATIONAL RAILWAY CO	3
CNA 409161	CANADIAN NATIONAL RAILWAY CO	3
CNA 409162	CANADIAN NATIONAL RAILWAY CO	3
CNA 409163	CANADIAN NATIONAL RAILWAY CO	3
CNA 409164	CANADIAN NATIONAL RAILWAY CO	3
CNA 409165	CANADIAN NATIONAL RAILWAY CO	3
CNA 409166	CANADIAN NATIONAL RAILWAY CO	3
CNA 409167	CANADIAN NATIONAL RAILWAY CO	3
CNA 409168	CANADIAN NATIONAL RAILWAY CO	3
CNA 409169	CANADIAN NATIONAL RAILWAY CO	3
CNA 409170	CANADIAN NATIONAL RAILWAY CO	3
CNA 409171	CANADIAN NATIONAL RAILWAY CO	3
CNA 409172	CANADIAN NATIONAL RAILWAY CO	3
CNA 409173	CANADIAN NATIONAL RAILWAY CO	3
CNA 409175	CANADIAN NATIONAL RAILWAY CO	3
CNA 409176	CANADIAN NATIONAL RAILWAY CO	3

[Memorandum of Lease Agreement]

CNA 409177	CANADIAN NATIONAL RAILWAY CO	3
CNA 409178	CANADIAN NATIONAL RAILWAY CO	3
CNA 409179	CANADIAN NATIONAL RAILWAY CO	3
CNA 409180	CANADIAN NATIONAL RAILWAY CO	3
CNA 409181	CANADIAN NATIONAL RAILWAY CO	3
CNA 409182	CANADIAN NATIONAL RAILWAY CO	3
CNA 409183	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409219	CANADIAN NATIONAL RAILWAY CO	3
CNA 409220	CANADIAN NATIONAL RAILWAY CO	3

[Memorandum of Lease Agreement]

CNA 409221	CANADIAN NATIONAL RAILWAY CO	3
CNA 409222	CANADIAN NATIONAL RAILWAY CO	3
CNA 409223	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409263	CANADIAN NATIONAL RAILWAY CO	3
CNA 409264	CANADIAN NATIONAL RAILWAY CO	3

[Memorandum of Lease Agreement]

CNA 409265	CANADIAN NATIONAL RAILWAY CO	3
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CNA 409273	CANADIAN NATIONAL RAILWAY CO	3
CNA 409274	CANADIAN NATIONAL RAILWAY CO	3
CNA 409275	CANADIAN NATIONAL RAILWAY CO	3
CNA 409276	CANADIAN NATIONAL RAILWAY CO	3

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 12-28-11

Edward M Luria
Edward M. Luria